

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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May 25, 1999

Secretary  
Surface Transportation Board  
Room 704  
1925 K Street, NW  
Washington, DC 20423-0001

RECORDATION NO. **8177-B** FILED

JUN 3 '99 12-00PM

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Memorandum of Lease Termination, dated as of March 15, 1999, and executed by the Royal Bank of Canada and Canadian National Railway Company. The Lease of Railroad Equipment is dated as of December 15, 1975. It was subsequently amended. The units covered by the Lease are 262 100-ton 3,800 cubic feet covered hopper cars, bearing road numbers CN 371892-371999 and 369767-369920, all inclusive.

The Lease was recorded with the ICC on January 9, 1976 under primary recordation number 8177.

The parties to the Lease are:

Lessor: RoyMor Ltd., predecessor in interest to  
RoyLease Limited, which was subsequently merged into  
Royal Bank of Canada

Lessee: Canadian National Railway Company

Enclosed is our check in the amount of \$26.

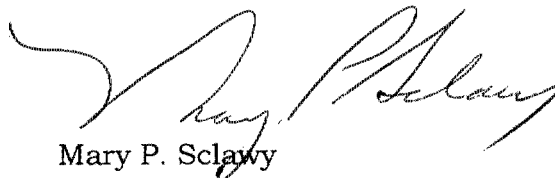
Please accept one counterpart of this document for filing, stamp the remaining

Secretary  
May 25, 1999  
Page 2

counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy  
Hopkins & Sutter  
2800 Livernois  
Suite 220  
Troy, MI 48083-1240

Sincerely,



Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN File Reference 2042-50

**MEMORANDUM OF LEASE TERMINATION**  
dated as of March 15, 1999 between **Royal Bank of  
Canada ("Royal")** and **Canadian National Railway  
Company ("CN")**.

RECORDATION NO. **8177-B**

FILED

JUN 3 '99

12-00PM

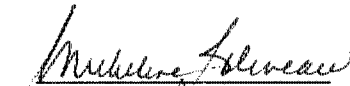
**WHEREAS, RoyMor Ltd.** (predecessor-in-interest to *RoyLease Limited* [which corporation was subsequently merged into Royal]) as lessor and CN as lessee entered into a Lease of Railroad Equipment dated as of December 15, 1975, as amended and supplemented by i) Amendment Agreement dated as of March 31, 1976 and ii) Option Agreement dated as of December 23, 1987, (collectively, the "Lease") covering the units of railroad rolling stock more particularly described in Schedule A hereto (the "Equipment");

**IN WITNESS WHEREOF**, the parties wish to show for the public record that on December 15, 1989 the Lease was terminated, by Royal and CN, in accordance with its terms and, accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized as of the day and year first above written.

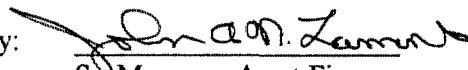
**ROYAL BANK OF CANADA,**  
as lessor

**CANADIAN NATIONAL  
RAILWAY COMPANY,**  
as lessee

By:

  
Its: **MANAGER - DOCUMENTATION LEASING**

By:

  
Its: **Sr. Manager, Asset Finance**

**Note:** On January 9, 1976, the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to Section 20c of the Interstate Commerce Act (now 49 U.S.C. S11301) and assigned primary recordation number 8177. The Amending Agreement was similarly filed on April 27, 1976 and assigned recordation number 8177-A.

On December 22, 1975, the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act). The Amending Agreement was similarly deposited on April 30, 1976.

**CN File Reference:** 2042-50

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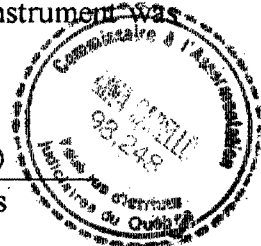
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

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*In the matter of a Memorandum dated  
as of March 15, 1999.*

On this 30<sup>th</sup> day of APRIL, 1999, before me personally appeared MICHELLE BELIVEAU, to me personally known, who, being by me duly sworn, says that he / she is MANAGER, DOCUMENTATION LEASING of Royal Bank of Canada that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gina Carello  
Commissioner for Oaths



My commission expires: AUGUST 28, 2001

[Seal]

PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

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*In the matter of a Memorandum dated  
as of March 15, 1999.*

On this 23rd day of March, 1999, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing instrument was signed on behalf of Canadian National Railway Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gene J. ...  
Avocat / Attorney

Bar #: 190021-8

[Seal]

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SCHEDULE "A"

<u>TYPE AND SPECIFICATIONS</u>	<u>QUANTITY</u>	<u>ROAD NUMBERS (inclusive)</u>
100-ton 3800 cubic feet Covered Hopper Cars manufactured by National Steel Car Corp. Ltd.	262	CN-371892-371999 CN-369767-369920